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January 11, 2000

Secretary of State  
Corporations Division  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32314

700003096087-9  
-01/12/00--01062--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of  
Incorporation of Netage, Inc.  
Check for \$35.00

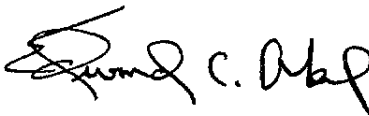
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp  
Enclosure

cc: Mr. Guru Halady  
Thomas C. Pleiman, Jr., C.P.A.

FILED  
00 JAN 12 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T. LEWIS JAN 20 2000

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
NETAGE, INC.

FILED  
00 JAN 12 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of this corporation are amended  
as follows:

1. Article III is deleted in its entirety and the following  
new Article III inserted in its place:

"ARTICLE III SHARES

The maximum number of shares of stock that this corporation is  
authorized to have outstanding at any one time is:

1,000,000 shares of Common Stock of par  
value of \$0.01 per share.

The shareholders shall not have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written  
shareholders' agreement, impose such restrictions on the sale,  
transfer, or encumbrance of the stock of this corporation as they  
may see fit."

2. The effective date of this amendment shall be on close of  
business January 1, 2000 for tax and accounting purposes.

3. This amendment was adopted and approved by the directors  
and by the unanimous vote of all shareholders entitled to vote of  
this corporation at a joint meeting held on the 2nd day of  
January, 2000.

Attest:

Secretary

NETAGE, INC.

By

Its President

Gurunath M. Halady  
(Corporate Seal)